

**Town of Amherst
Industrial Development Authority
April 2, 2012**

A special meeting of the Town of Amherst Industrial Development Authority was called to order by Vice Chairman Gary Jennings on April 2, 2012 at 5:15 PM in the Council Chambers of the Town Hall. It was noted that a quorum was present as follows:

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|------------------------|------------------|
| A Jacob Bailey | P Richard Wydner |
| P Gary Jennings | A Jim Meade |
| P Lewis Addison | Late Vernon Wood |
| P C. Manly Rucker, III | |

Town Manager Jack Hobbs, in his capacity as Secretary to the Authority, and IDA Attorney Kevin Cash were present.

On a motion by Mr. Wydner, which was seconded by Mr. Rucker and carried 4-0, the minutes of the January 30, 2012 meeting were approved. Messrs. Addison, Jennings, Rucker, and Wydner voted in favor of the motion; Messrs. Bailey, Meade and Wood were absent.

Mr. Wood entered the meeting.

Region 2000 Radio Board Bond

Region 2000 Local Government Council Executive Director Gary Christie, Amherst County Public Safety Director Gary Roakes and Dan Siegel from the law firm Sands Anderson came forward on behalf of the Region 2000 Radio Board to ask the IDA to consider issuing a bond in an amount not to exceed \$13,100,000 to fund the replacement of the regional radio system. On a motion by Mr. Addison, which was seconded by Mr. Rucker and carried 5-0, the Authority adopted a resolution supporting the request. Messrs. Addison, Jennings, Rucker, Wood, and Wydner voted in favor of the motion; Messrs. Bailey and Meade were absent. A copy of the resolution is attached and made a part of these minutes.

The members agreed to meet on April 23 at 5:15 PM to review and approve final documents for the regional radio system project.

Hollingsworth Project

The Secretary reported that the Town Council approved the Hollingsworth contracts, as recommended for by the IDA, on March 14; the documents have all been signed; and a check for the first annual \$18,000 fee is being processed. He reported that the Town Attorney is working to update the Brockman Park deed restrictions.

Amherst County EDA

An invitation for an IDA member to attend Amherst County EDA meetings was received. Action on this item was tabled until the next meeting.

Brockman Park

The Secretary reported that, except for the Hollingsworth project, the only reportable activity at Brockman Park is Lee Cobb's study on how to relocate the rear graveyard (if it is actually a graveyard).

There being no further business, the Authority adjourned its meeting at 6:07 PM.

Gary Jennings
Vice Chairman

ATTEST: _____
Secretary

INDUCEMENT RESOLUTION OF THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE TOWN OF AMHERST, VIRGINIA FOR VIRGINIA’S REGION 2000 LOCAL GOVERNMENT COUNCIL FINANCING FOR THE RADIO BOARD COMMITTEE

WHEREAS, the Industrial Development Authority of the Town of Amherst, Virginia (**the “Amherst Town Authority”**) has been created pursuant to and is empowered by the Industrial Development and Revenue Bond Act, Chapter 49, Title 15.2, Code of Virginia of 1950, as amended (**the “Act”**) and is now existing and operating as a political subdivision of the Commonwealth of Virginia;

WHEREAS, the Amherst Town Authority has been requested by Virginia’s Region 2000 Local Government Council (**the “Council”**) to issue its revenue bond or note in an amount not to exceed \$13,100,000 (**the “2012 Bond”**) to finance significant upgrades and replacements of the existing regional emergency communications system for the Counties of Amherst and Bedford and the Cities of Lynchburg and Bedford (**the “Member Jurisdictions”**) by the issuance of debt to be paid by the Council through payments received by the Member Jurisdictions under a Regional Cooperative Agreement (**the “Cooperative Agreement”**) for the acquisition, construction, installation and equipping of a new emergency communications system (**the “Facilities”**) for the Council to be operated by a new committee of the Council, known as the Region 2000 Radio Communications Board (**the “Radio Board”**) and portions of the Facilities will be placed on property in each of the Member Jurisdictions;

WHEREAS, Section 15.2-4905 of the Industrial Development and Revenue Bond Act, Chapter 49, Title 15.2 of the Code of Virginia, as amended (**the “Act”**) provides that if a locality has created an industrial development authority, no industrial development authority created by another locality may finance a facility located in a locality unless the governing body of such locality concurs with the inducement resolution adopted by the industrial development authority created by another locality;

WHEREAS, a portion of the Facilities will be located in each of the Member Jurisdictions and the local governing body of each of the Member Jurisdictions will be adopting concurrence resolutions for the Amherst Town Authority issuing the 2012 Bond to finance the Facilities of which a portion will be located in each of the Member Jurisdictions;

WHEREAS, the Council is a political subdivision of the Commonwealth of Virginia and a body politic and the use of the Facilities will be primarily for governmental purposes benefiting the Member Jurisdictions; and

NOW THEREFORE, BE IT RESOLVED BY THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE TOWN OF AMHERST, VIRGINIA:

1. It is hereby found and determined that the financing of the Facilities will be in the public interest and will promote the safety, health, welfare, convenience or prosperity of the Commonwealth of Virginia, the County, and their citizens.

2. The 2012 Bond will not constitute a debt or pledge of the faith and credit or taxing power of the Commonwealth nor any of its political subdivisions, including the Authority and the Town of Amherst, Virginia (**the “Town”**). Neither the Commonwealth nor any of its political subdivisions will be obligated to pay the principal of, premium, if any, or interest on the 2012 Bond or other costs incident to them except from the revenues and monies pledged for such purposes, and neither the faith and credit nor the taxing power of the Commonwealth or any of its political subdivisions, including the Authority or the Town, is pledged to the payment of principal of, premium, if any, or interest on the 2012 Bond or other costs incident to them. No officer or director of the Authority shall have any liability therefor.
3. The Authority hereby agrees to assist the Council, and in turn, the Radio Board in the plan of financing of the Facilities by undertaking the issuance of its 2012 Bond in an amount not to exceed \$13,100,000 upon terms and conditions mutually agreeable to the Authority and the Council, and in turn, the Radio Board. The 2012 Bond will be issued pursuant to documents satisfactory to the Authority and its counsel. The 2012 Bond may be issued in one or more series at one time or from time to time.
4. It having been represented to the Authority that it is necessary to proceed immediately with the plan of financing of the Facilities, the Authority agrees that the Council, and in turn, the Radio Board, may proceed to enter into contracts for the acquisition of land and existing structures or towers, construction, renovation, materials and equipment and take such other steps as it may deem appropriate in connection with the financing, provided, however, that nothing in this resolution shall be deemed to authorize the Council, or in turn, the Radio Board, to obligate the Authority without its consent in each instance to the payment of any moneys or the performance of any acts in connection with the financing of the Facilities. The Authority agrees that the Council, and in turn, the Radio Board or the Authority, as applicable, may be reimbursed from the proceeds of the 2012 Bond for all expenditures and costs so incurred by it, provided such expenditures and costs are properly reimbursable under the Act and applicable federal laws.
5. All costs and expenses in connection with the financing of the Facilities, including the fees and expenses of the Authority and its counsel, shall be paid by the Council, and in turn, the Radio Board, or, to the extent permitted by applicable law, from the proceeds of the 2012 Bond. If for any reason such 2012 Bond is not issued, it is understood that all such expenses shall be paid by the Council, and in turn, the Radio Board and that the Authority shall have no responsibility therefor.
6. The Authority’s annual administrative fee in connection with the issuance of the 2012 Bond shall be equal to 1/8 of 1% of the outstanding principal balance of the 2012 Bond as of each anniversary date of the closing of the 2012 Bond.
7. In adopting this resolution the Authority intends to take “official action” toward the issuance of the 2012 Bond and to evidence its “official intent” to reimburse from the proceeds of the 2012 Bond any expenditures paid by the Council and in turn, the

Radio Board or the Authority, as applicable, to finance the design, acquisition, construction, renovation and equipping of the Facilities and the planning therefor before the issuance of the 2012 Bond, all within the meaning of Section 1.150-2 of U.S. Treasury Regulations, made on or after the date which is no more than 60 days prior to the date of adoption of this resolution. The maximum principal amount of tax-exempt obligations expected to be issued at this time for the Facilities is \$13,100,000.

8. The Council, and in turn, the Radio Board by acceptance of this action by the Authority agrees to indemnify, defend and save harmless the Authority, its officers, directors, employees and agents from and against all liabilities, obligations, claims, damages, penalties, fines, losses, costs and expenses in any way connected with the Authority, the issuance of the 2012 Bond, or the acquisition, design, construction, renovation and equipping of the Facilities.
9. Neither the Authority nor the Town has endorsed the creditworthiness of the Council, or in turn, the Radio Board or the ability of the Council and in turn, the Radio Board, to repay the 2012 Bond.
10. All other acts of the officers and members of the Authority and its employees and agents that are in conformity with the purposes and intent of this resolution and in furtherance of the issuance and sale of the 2012 Bond and the undertaking of the Facilities are hereby approved.
11. This resolution shall take effect immediately upon its adoption.

ADOPTED: April 2, 2012